

**GREENBRIER**  
MANAGEMENT SERVICES

Greenbrier Management Services, LLC

One Centerpointe Drive Suite 400  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 968 4383

August 24, 2011

VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

29874  
RECORDATION NO. \_\_\_\_\_ FILED

AUG 29 '11 -3 3 9 PM

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (4) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of April 29, 2010, for Rider No. 1 dated as of April 29, 2010, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: WL Ross-Greenbrier Rail I LLC  
c/o Greenbrier Management Services, LLC  
One Centerpointe Drive, Suite 400  
Lake Oswego, Oregon 97035

Lessee: Wisconsin Central Ltd.  
935 de la Gauchetiere St. West  
Montreal, Quebec H3B 2M9  
CANADA

A description of the railroad equipment covered by the enclosed document is:

Ninety-seven (97) Plate F, 60-foot boxcars marked and numbered within the series AOK 354617 to AOK 354998 and more particularly set forth in the schedule attached to the document.

**If possible, please return three (3) file-stamped originals and one (1) file-stamped copy of the enclosed document to the undersigned.**

Section Chief  
Surface Transportation Board  
August 24, 2011  
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated as of April 29, 2010 for Rider  
No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,  
As Manager for WL Ross-Greenbrier Rail I LLC

A handwritten signature in cursive script, appearing to read "Sheri Grether".

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

RECORDATION NO. 29874 FILED

AUG 29 '11 -3 3 9 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**  
**BETWEEN**  
**WL ROSS-GREENBRIER RAIL I LLC ("LESSOR")**  
**AND**  
**WISCONSIN CENTRAL LTD. ("LESSEE")**

**APRIL 29, 2010**  
**RIDER NO. 1**  
**APRIL 29, 2010**

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*de*

This Memorandum of a Lease Agreement and Rider No. 1 thereto is made and entered into as of April 29, 2010, by and between WL Ross-Greenbrier Rail I LLC, a Delaware limited liability company, ("Lessor") and Wisconsin Central Ltd., an Illinois corporation ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ninety-seven (97) Plate F, 60-foot boxcars, marked and numbered as set forth on the Rail Equipment List attached hereto as Exhibit A.
2. The Lease Agreement and Rider No. 1 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Rider No. 1.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.*

WL ROSS-GREENBRIER RAIL I LLC

By: W. Smith

Title: Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

WISCONSIN CENTRAL LTD.

By: John Lewis

Title: Senior Manager Asset Finance

RAIL EQUIPMENT LIST

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOK	354617	AOK	354730	AOK	354847
AOK	354618	AOK	354733	AOK	354854
AOK	354620	AOK	354735	AOK	354860
AOK	354622	AOK	354737	AOK	354865
AOK	354634	AOK	354741	AOK	354867
AOK	354642	AOK	354742	AOK	354868
AOK	354644	AOK	354746	AOK	354871
AOK	354645	AOK	354747	AOK	354872
AOK	354647	AOK	354749	AOK	354877
AOK	354650	AOK	354759	AOK	354881
AOK	354654	AOK	354770	AOK	354887
AOK	354656	AOK	354771	AOK	354888
AOK	354658	AOK	354773	AOK	354898
AOK	354659	AOK	354776	AOK	354906
AOK	354672	AOK	354777	AOK	354912
AOK	354677	AOK	354780	AOK	354919
AOK	354683	AOK	354781	AOK	354930
AOK	354690	AOK	354788	AOK	354931
AOK	354692	AOK	354789	AOK	354937
AOK	354694	AOK	354796	AOK	354940
AOK	354695	AOK	354801	AOK	354941
AOK	354697	AOK	354803	AOK	354948
AOK	354698	AOK	354807	AOK	354960
AOK	354700	AOK	354808	AOK	354962
AOK	354706	AOK	354813	AOK	354963
AOK	354711	AOK	354815	AOK	354968
AOK	354712	AOK	354822	AOK	354971
AOK	354714	AOK	354823	AOK	354982
AOK	354717	AOK	354824	AOK	354991
AOK	354721	AOK	354826	AOK	354992
AOK	354725	AOK	354829	AOK	354998
AOK	354728	AOK	354839		
AOK	354729	AOK	354846	<b>Total:</b>	<b>97 Cars</b>

*sl*